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Attorney of Record for Reliance Management (Gibraltar) Limited

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

Adv. Pro. No. 08-1789 (BRL)

SIPA LIQUIDATION

(Substantively Consolidated)

IRVING H. PICARD, Trustee for the Liquidation
of Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

Adv. Pro. No. 10-05311 (BRL)

UBS AG, UBS (LUXEMBOURG) S.A., UBS
FUND SERVICES (LUXEMBOURG) S.A., UBS
THIRD PARTY MANAGEMENT COMPANY
S.A., M&B CAPITAL ADVISERS SOCIEDAD
DE VALORES, S.A., M&B CAPITAL
ADVISERS HOLDING, S.A., M&B CAPITAL
ADVISERS GESTIÓN SGIIC, S.A., JB CAPITAL
MARKETS SOCIEDAD DE VALORES, S.A.
(F/K/A M&B CAPITAL MARKETS SOCIEDAD
DE VALORES, S.A.), FRANCISCO JAVIER
BOTIN-SANZ de SAUTUOLA O'SHEA,
GUILLERMO MORENES MARIATEGUI,
RELIANCE INTERNATIONAL RESEARCH
LLC, RELIANCE MANAGEMENT
(GIBRALTAR) LIMITED, LUXEMBOURG
INVESTMENT FUND AND LUXEMBOURG
INVESTMENT FUND U.S. EQUITY PLUS, as
represented by their Liquidators MAITRE ALAIN
RUKAVINA and PAUL LAPLUME, MAITRE

ALAIN RUKAVINA and PAUL LAPLUME, in
their capacities as liquidators and representatives of
LUXEMBOURG INVESTMENT FUND AND
LUXEMBOURG INVESTMENT FUND U.S.
EQUITY PLUS, and LANDMARK
INVESTMENT FUND IRELAND,

Defendants.

**DECLARATION OF TRACY L. KLESTADT IN SUPPORT OF APPLICATION
OF KLESTADT & WINTERS, LLP TO WITHDRAW
AS COUNSEL OF RECORD TO DEFENDANT RELIANCE
MANAGEMENT (GIBRALTAR) LIMITED PURSUANT
TO LOCAL BANKRUPTCY RULE 2090-1(e)**

I, Tracy L. Klestadt, declare as follows under penalty of perjury:

1. I am an attorney and partner in the law firm Klestadt & Winters, LLP (“K&W”). Our firm maintains offices at 570 Seventh Avenue, 17th Floor, New York, New York 10018. I have personal knowledge of the matters set forth in this declaration (the “Declaration”).

2. On or about December 5, 2010, IRVING H. PICARD, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC commenced an adversary proceeding against Defender Limited (“Defender”), Reliance Gibraltar, Reliance Management (BVI) Limited (“Reliance BVI”), Tim Brockmann, and certain other parties (“Defender Adversary Proceeding”), by filing a complaint (“Defender Complaint”).

3. On or about December 7, 2010, Irving H. Picard, Trustee for the Liquidation of Bernard L. Madoff Investment Securities LLC (“Trustee”) commenced this adversary proceeding against Reliance Gibraltar, Reliance BVI (“Reliance BVI”), and numerous other parties (“LIF Adversary Proceeding”, and together with the Defender Adversary Proceeding, the “Adversary Proceedings”), by filing a complaint (“LIF Complaint”).

4. Defender, Reliance Gibraltar, Reliance BVI and Tim Brockmann subsequently retained counsel to represent them in the Adversary Proceedings.

5. On April 5, 2011, K&W was engaged to replace prior counsel and to represent Defender, Reliance Gibraltar, Reliance BVI and Tim Brockmann (“K&W Clients”) in the Adversary Proceedings.

6. Subsequent to April 5, 2011, K&W learned that Reliance Gibraltar had ceased operations, has no assets and was essentially defunct. However, pursuant to agreement among the parties, and because the parties interests were aligned, it was agreed that K&W would nonetheless represent Reliance Gibraltar and take direction from Defender and Brockman with regard to the Adversary Proceedings.

7. On April 2, 2012, at the K&W Clients’ request, K&W filed a motion for an order withdrawing the reference of the Adversary Proceedings.

8. On April 27, 2012, at the K&W Clients’ request, K&W filed a motion to dismiss the LIF Adversary Proceeding as against Reliance Gibraltar and Reliance BVI, and to dismiss the Defender Adversary proceeding as against Reliance Gibraltar, Reliance BVI and Tim Brockmann, based upon the Bankruptcy Court’s lack of personal jurisdiction (“Jurisdictional Motions”).

9. On December 19, 2012, K&W appeared before the Bankruptcy Court, on behalf of Reliance Gibraltar, Reliance BVI and Tim Brockmann, for a hearing on the Jurisdictional Motions. During the hearing, the Bankruptcy Court instructed the parties to meet and confer regarding the various issues raised in the Jurisdictional Motions in an attempt to resolve as many issues as possible. At that time, the Jurisdictional Motions were adjourned without a hearing date.

10. The Trustee subsequently agreed to dismiss the LIF Adversary Proceeding as against Reliance BVI and to dismiss the Defender adversary proceeding without prejudice as against Reliance Gibraltar and Tim Brockmann.

11. The Jurisdictional Motions remain pending, but are not currently on the Bankruptcy Court's calendar. In addition, Reliance Gibraltar's current deadline to answer, respond to, or move to dismiss the LIF Complaint on grounds other than those addressed in the Jurisdictional Motions is January 16, 2015.

12. On July 25, 2014, at the request of the K&W Clients, Morrison & Foerster LLP was substituted as counsel for Defender and Reliance BVI in the Defender Adversary Proceeding in place of K&W.

13. Shortly thereafter, K&W requested that a retainer deposit be made to K&W on Reliance Gibraltar's behalf if it was anticipated that K&W would remain as counsel to Reliance Gibraltar, or alternatively, that K&W also be replaced as counsel for Reliance Gibraltar in the LIF Adversary Proceeding since the entity was not operating, has no known assets and to K&W's knowledge no longer has an authorized representatives who could provide instruction on behalf of Reliance Gibraltar. At that time, K&W was informed by the K&W Clients that it should take steps necessary to withdraw as counsel on behalf of Reliance Gibraltar.

14. I respectfully submit that good cause exists for granting the Motion.

15. To the best of my knowledge, Reliance Gibraltar is essentially defunct and has no authorized representative who can wither provide instruction or receive advice from K&W. Together with the K&W Clients' instruction that K&W should seek to

withdraw as counsel, the facts make it impossible for K&W to continue to serve as counsel of record.

16. In addition, it is clear that because of Reliance Gibraltar's financial condition, there is no means for K&W to be paid for any legal services that it provides to Reliance Gibraltar in the future.

17. I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
November 10, 2014

/s/ Tracy L. Klestadt
Tracy L. Klestadt